



Suzanne Henderson

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

L0225057

SECOND AMENDMENT TO OIL AND GAS LEASE

STATE OF TEXAS §
 § **KNOW ALL MEN BY THESE PRESENTS:**
COUNTY OF TARRANT §

WHEREAS, the City of Euless whose address is 201 N. Ector Drive, Euless, Texas 76039 executed that certain Oil and Gas Lease dated April 11th, 2006 (the "Lease"), unto Dale Resources, L.L.C., a Texas limited liability company, a memorandum of which is recorded as Document No. D206205950 of the Official Records of Tarrant County, Texas, as amended by that certain Amendment to Oil and Gas Lease dated April 11, 2008, by and between City of Euless, as Lessor, and Dale Resources, L.L.C., a Texas limited liability company, as Lessee, of which is recorded as Document No. D208183942 of the Official Public Records of Tarrant County, Texas; and,

WHEREAS, Dale Resources, L.L.C. partially assigned the Lease under that certain Partial Assignment and Bill of Sale by and between Dale Resources, L.L.C., as assignor, and Parallel L.P., as assignee, recorded as Document No. D206318309 of the Official Public Records of Tarrant County, Texas, and amended by Amendment to Partial Assignment and Bill of Sale recorded as Document No. D208214120 of the Official Public Records of Tarrant County, Texas, covering lands more specifically described therein; and,

WHEREAS, that certain Partial Assignment and Bill of Sale and amendment thereto was superseded and replaced by Corrected Partial Assignment and Bill of Sale by and between Dale Resources, L.L.C., as assignor, and Parallel Petroleum Corporation, a Delaware corporation, successor in interest to Parallel L.P., as assignee, recorded as Document No. D208377782 of the Official Public Records of Tarrant County, Texas; and

WHEREAS, Dale Resources, L.L.C. partially assigned the Lease under that certain Partial Assignment and Bill of Sale by and between Dale Resources, L.L.C., as assignor, and Wes-Tex Drilling Company, a Texas limited partnership, as assignee, recorded as Document No. D206318305 of the Official Public Records of Tarrant County, Texas, and amended by Amendment to Partial Assignment and Bill of Sale recorded as Document No. D208214123 of the Official Public Records of Tarrant County, Texas, covering lands more specifically described therein; and,

WHEREAS, that certain Partial Assignment and Bill of Sale and amendment thereto was superseded and replaced by Corrected Partial Assignment and Bill of Sale by and between Dale Resources, L.L.C., as assignor, and Wes-Tex Drilling Company, L.P., a Texas limited partnership, as assignee, recorded as Document No. D208377781 of the Official Public Records of Tarrant County, Texas; and

WHEREAS DALE RESOURCES, L.L.C., assigned the remainder of the Lease to Chesapeake Exploration Limited Partnership by assignment recorded as Document No. D206328529 of the Official Records of Tarrant County, Texas; and

WHEREAS, Chesapeake Exploration, L.L.C., an Oklahoma limited liability company, is the successor in interest to Chesapeake Exploration Limited Partnership; and

D209141383

WHEREAS, it is the desire of Lessor and Chesapeake Exploration, L.L.C., Parallel Petroleum Corporation, and Wes-Tex Drilling Company, L.P. (collectively "Lessee") to amend the lease to include any interest which Lessor may own in any streets, alleys, highways, railroads, canals or rivers adjacent or contiguous to said lands as set forth in said lease;

NOW, THEREFORE, for good and valuable consideration in hand paid to Lessor by Lessee, the receipt and sufficiency of which is hereby acknowledged, Lessor and Lessee do hereby amend the Lease as follows:

1) Amendment: Paragraph 1 of the Lease which currently reads as follows:

"For the purpose of determining the amount of any bonus or other payment hereunder, said leased premises shall be deemed to contain 37.661 acres, whether actually containing more or less"

is hereby amended in its entirety to read as follows:

"For the purpose of determining the amount of any bonus or other payment hereunder, said leased premises shall be deemed to contain 37.76 acres, whether actually containing more or less. This lease covers and includes any interest which Lessor may own in any streets, alleys, highways, railroads, canals or rivers adjacent to said land."

It is understood and agreed by all parties hereto that in all other respects, the Lease and the prior provisions thereto, shall remain in full force and effect. Furthermore, each of the undersigned does hereby adopt, ratify and confirm the Lease, as hereby amended, and Lessor does hereby lease, let, and demise to Lessee the lands covered by the Lease, pursuant to the terms and provisions of the Lease, as hereby amended.

The terms and provisions hereof shall be binding upon the parties hereto, their respective heirs, legatees, devisees, personal representatives, successors and assigns.


This instrument may be executed in counterparts and each of which as so executed shall be given the effect of the execution of the original instrument. If the counterparts of this instrument are executed, the signatures and acknowledgments of the parties, as affixed hereto, may be combined in, and treated and given effect for all purposes as a single instrument.

IN WITNESS WHEREOF, except as otherwise expressly provided herein, this instrument is dated and made effective for all purposes as of the 11th day of April, 2006 (the "Effective Date"), irrespective of the date the same was executed and acknowledged by the parties hereto.

LESSOR:

CITY OF EULESS

By: 
Loretta Getchell,
Deputy City Manager

By: 
Mary Lib Saleh,
City Mayor

ATTEST:


City Secretary


APPROVED AS TO FORM AND LEGALITY:

By: 
City Attorney

Date: 4/23/09

LESSEE:

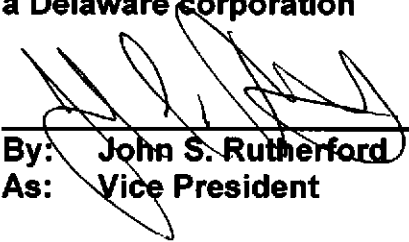
Chesapeake Exploration, L.L.C.
an Oklahoma limited liability company

By: 
Henry J. Hood
Senior Vice President – Land and Legal
& General Counsel

OK
5/7/09

LESSEE:

Parallel Petroleum Corporation
a Delaware corporation


By: John S. Rutherford
As: Vice President

LESSEE:

Wes-Tex Drilling Company, L.P.
a Texas limited partnership

By: **Wes-Tex Holdings, LLC**
General Partner

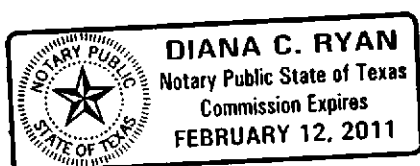

By: David Morris
As: Vice President

ACKNOWLEDGEMENTS

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared Spunta Mitchell, known to me to be the person whose name is subscribed to the foregoing instrument and, that (s)he has executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 22nd day of April 2009.



(Stamp/Printed Name of Notary
and Date Commission Expires)

Diana C. Ryan
Notary Public, State of Texas

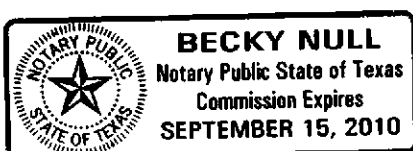
Diana C. Ryan

Printed Name

THE STATE OF TEXAS §
 §
COUNTY OF TARRANT §

BEFORE ME, the undersigned, a Notary Public, on this day personally appeared Mary Lib Salah, known to me to be the person whose name is subscribed to the foregoing instrument and, that (s)he has executed the same for the purposes and consideration therein expressed.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 23rd day of April 2009.



(Stamp/Printed Name of Notary
and Date Commission Expires)

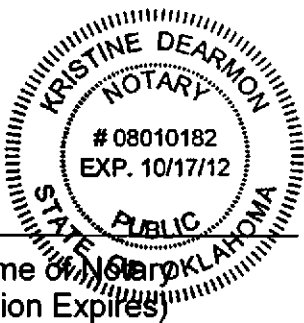
Becky Null
Notary Public, State of Texas

Becky Null

Printed Name

THE STATE OF OKLAHOMA §
 §
COUNTY OF OKLAHOMA §

This instrument was acknowledged before me on this the 21 day of ~~April~~ ^{May}, 2009, by Henry J. Hood, Senior Vice President – Land and Legal & General Counsel of Chesapeake Exploration, L.L.C., an Oklahoma limited liability company on behalf of said company.



[Signature]
Notary Public, State of Texas
Kristine Dearmon
Printed Name

THE STATE OF TEXAS §
 §
COUNTY OF MIDLAND §

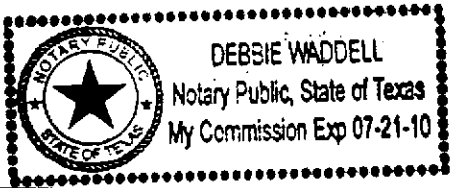
This instrument was acknowledged before me on this the 30th day of April, 2009, by John S. Rutherford, Vice President of Parallel Petroleum Corporation, a Delaware corporation, on behalf of said corporation.



[Signature]
Notary Public, State of Texas
Juanita Perez
Printed Name

THE STATE OF TEXAS §
 §
COUNTY OF TAYLOR §

This instrument was acknowledged before me on this the 7th day of ~~April~~ ^{May}, 2009, by David Morris, Vice President of Wes-Tex Holdings, LLC, General Partner of Wes-Tex Drilling Company, LP, a Texas limited partnership, on behalf of said corporation



[Signature]
Notary Public, State of Texas
Debsie Waddell
Printed Name

Record & Return to:
Chesapeake Operating, Inc.
P.O. Box 18496
Oklahoma City, OK 73154